



SECURITIES AND EXCHANGE COMMISSION

17 CFR Ch. II

[Release Nos. 33-9563, 34-71771, IA-3803, IC-30989, File No. S7-04-14]

Regulatory Flexibility Agenda

AGENCY: Securities and Exchange Commission.

ACTION: Semiannual regulatory agenda.

SUMMARY: The Securities and Exchange Commission is publishing an agenda of its rulemaking actions pursuant to the Regulatory Flexibility Act (RFA) (Pub. L. No. 96-354, 94 Stat. 1164) (Sep. 19, 1980).

Information in the agenda was accurate on March 21, 2014, the date on which the Commission's staff completed compilation of the data. To the extent possible, rulemaking actions by the Commission since that date have been reflected in the agenda. The Commission invites questions and public comment on the agenda and on the individual agenda entries.

The Commission is now printing in the **Federal Register**, along with our preamble, only those agenda entries for which we have indicated that preparation of an RFA analysis is required.

The Commission's complete RFA agenda will be available online at www.reginfo.gov.

DATES: Comments should be received on or before [30 days after publication in the Federal Register].

ADDRESSES: Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/other.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number S7-04-14 on the subject line; or
- Use the Federal eRulemaking Portal (<http://www.regulations.gov>). Follow the instructions for submitting comments.

Paper comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090.

All submissions should refer to File No. S7-04-14. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/other.shtml>). Comments are also available for website viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

FOR FURTHER INFORMATION CONTACT: Anne Sullivan, Office of the General Counsel, 202-551-5019.

SUPPLEMENTARY INFORMATION: The RFA requires each Federal agency, twice each year, to publish in the **Federal Register** an agenda identifying rules that the agency expects to consider in the next 12 months that are likely to have a significant economic impact on a substantial number of small entities (5 U.S.C. 602(a)). The RFA specifically provides that publication of the agenda does not preclude an agency from considering or acting on any matter not included in the agenda and that an agency is not required to consider or act on any matter that is included in the agenda (5 U.S.C. 602(d)). The Commission may consider or act on any matter earlier or later than the estimated date provided on the agenda. While the agenda reflects the current intent to complete a number of rulemakings in the next year, the precise dates for each rulemaking at this point are uncertain. Actions that do not have an estimated date are placed in the long-term category; the Commission may nevertheless act on items in that category within the next 12 months. The agenda includes new entries, entries carried over from prior publications, and rulemaking actions that have been completed (or withdrawn) since publication of the

last agenda.

The following abbreviations for the acts administered by the Commission are used in the agenda:

"Securities Act"-- Securities Act of 1933

"Exchange Act"-- Securities Exchange Act of 1934

"Investment Company Act"-- Investment Company Act of 1940

"Investment Advisers Act"-- Investment Advisers Act of 1940

"Dodd-Frank Act" -- Dodd-Frank Wall Street Reform and Consumer Protection Act

The Commission invites public comment on the agenda and on the individual agenda entries.

By the Commission.

Dated: March 21, 2014.

NAME: Kevin O'Neill,

Deputy Secretary.

DIVISION OF CORPORATION FINANCE—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
401	Implementation of Titles V and VI of the JOBS Act	3235–AL40
402	Treatment of Certain Communications Involving Security-Based Swaps That May be Purchased Only by Eligible Contract Participants	3235–AL41

DIVISION OF CORPORATION FINANCE—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
403	Rules Governing the Offer and Sale of Securities Through Crowdfunding Under Section 4(a)(6) of the Securities Act	3235–AL37
404	Amendments to Regulation D, Form D and Rule 156 Under the Securities Act	3235–AL46

DIVISION OF INVESTMENT MANAGEMENT—Proposed Rule Stage

Sequence Number	Title	Regulation Identifier Number
405	Rule for Principal Trades With Certain Advisory Clients	3235–AL56

DIVISION OF INVESTMENT MANAGEMENT—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
406	References to Credit Ratings in Certain Investment Company Act Rules and Forms	3235-AL02

DIVISION OF TRADING AND MARKETS—Final Rule Stage

Sequence Number	Title	Regulation Identifier Number
407	Rules for Nationally Recognized Statistical Rating Organizations	3235-AL15

DIVISION OF TRADING AND MARKETS—Long-Term Actions

Sequence Number	Title	Regulation Identifier Number
408	Removal of Certain References to Credit Ratings Under the Securities Exchange Act of 1934	3235-AL14

Securities and Exchange Commission (SEC)	Proposed Rule Stage
Division of Corporation Finance	

401. IMPLEMENTATION OF TITLES V AND VI OF THE JOBS ACT

Legal Authority: PL 112–106

Abstract: The Division is considering recommending that the Commission propose rules or amendments to rules to implement titles V (Private Company Flexibility and Growth) and VI (Capital Expansion) of the JOBS Act.

Timetable:

Action	Date	FR Cite
NPRM	10/00/14	

Regulatory Flexibility Analysis Required: Yes

Agency Contact: Steven G. Hearne, Division of Corporation Finance, Securities and Exchange

Commission, 100 F Street NE., Washington, DC 20549

Phone: 202 551-3430

RIN: 3235-AL40

402. TREATMENT OF CERTAIN COMMUNICATIONS INVOLVING SECURITY-BASED SWAPS THAT MAY BE PURCHASED ONLY BY ELIGIBLE CONTRACT PARTICIPANTS

Legal Authority: Not Yet Determined

Abstract: The Division is considering recommending that the Commission propose a rule under the Securities Act to address the treatment of certain communications involving security-based swaps that may be purchased only by eligible contract participants.

Timetable:

Action	Date	FR Cite
NPRM	05/00/14	

Regulatory Flexibility Analysis Required: Yes

Agency Contact: Andrew Schoeffler, Division of Corporation Finance, Securities and Exchange

Commission, 100 F Street NE, Washington, DC 20549

Phone: 202 551-3860

RIN: 3235–AL41

Securities and Exchange Commission (SEC)	Final Rule Stage
Division of Corporation Finance	

**403. RULES GOVERNING THE OFFER AND SALE OF SECURITIES THROUGH CROWDFUNDING
UNDER SECTION 4(A)(6) OF THE SECURITIES ACT**

Legal Authority: 15 USC 77a et seq; 15 USC 78a et seq; PL 112–108, secs 301 to 305

Abstract: The Commission proposed rules to implement title III of the JOBS Act by prescribing rules governing the offer and sale of securities through crowdfunding under new section 4(a)(6) of the Securities Act.

Timetable:

Action	Date	FR Cite
NPRM	11/05/13	78 FR 66428
NPRM Comment Period End	02/03/14	
Final Action	10/00/14	

Regulatory Flexibility Analysis Required: Yes

Agency Contact: Sebastian Gomez Abero, Division of Corporation Finance, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549

Phone: 202 551–3500

Leila Bham, Division of Trading and Markets, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549

Phone: 202 551–5532

RIN: 3235–AL37

404. AMENDMENTS TO REGULATION D, FORM D AND RULE 156 UNDER THE SECURITIES ACT

Legal Authority: 15 USC 77a et seq

Abstract: The Commission proposed rule and form amendments to enhance the Commission's ability to evaluate the development of market practices in offerings under Rule 506 of Regulation D and address concerns that may arise in connection with permitting issuers to engage in general solicitation and general advertising under new paragraph (c) of Rule 506.

Timetable:

Action	Date	FR Cite
NPRM	07/24/13	78 FR 44806
NPRM Comment Period End	09/23/13	
NPRM Comment Period Reopened	10/03/13	78 FR 61222
NPRM Comment Period End	11/04/13	
Final Action	10/00/14	

Regulatory Flexibility Analysis Required: Yes

Agency Contact: Charles Kwon, Division of Corporation Finance, Securities and Exchange Commission,
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Washington, DC 20549

Phone: 202 551-3500

RIN: 3235-AL46

Securities and Exchange Commission (SEC)	Proposed Rule Stage
Division of Investment Management	

405. • RULE FOR PRINCIPAL TRADES WITH CERTAIN ADVISORY CLIENTS

Legal Authority: 15 USC 80b–6a; 15 USC 80b–11(a)

Abstract: Rule 206(3)-3T, a rule that provides investment advisers who are also registered broker-dealers an alternative means of compliance with the principal trading restrictions in section 206(3) of the Investment Advisers Act, will expire on December 31, 2014.

Timetable:

Action	Date	FR Cite
Next Action	12/00/14	

Regulatory Flexibility Analysis Required: Yes

Agency Contact: Sarah Buescher, Division of Investment Management, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549

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Email: bueschers@sec.gov

RIN: 3235–AL56

Securities and Exchange Commission (SEC)	Final Rule Stage
Division of Investment Management	

406. REFERENCES TO CREDIT RATINGS IN CERTAIN INVESTMENT COMPANY ACT RULES AND FORMS

Legal Authority: 15 USC 80a–6(c); 15 USC 80a–8; 15 USC 80a–14(a); 15 USC 80a–29; 15 USC 80a–30(a); 15 USC 80a–37; 15 USC 77e; 15 USC 77f; 15 USC 77g; 15 USC 77j; 15 USC 77s(a); PL 111–203, sec 939A

Abstract: The Commission proposed amendments to two rules (Rules 2a-7 and 5b-3) and four forms (Forms N-1A, N-2, N-3, and N-MFP) under the Investment Company Act that reference credit ratings. These proposals would give effect to section 939A of the Dodd Frank Act. The Commission adopted amendments to Rule 5b-3 and Forms N-1A, N-2, and N-3. Further action will need to be taken with respect to Rule 2a-7 and Form N-MFP.

Timetable:

Action	Date	FR Cite
NPRM	03/09/11	76 FR 12896
NPRM Comment Period End	04/25/11	
Final Action	11/23/12	77 FR 70117
Final Action Effective	12/24/12	
Final Action	01/08/14	79 FR 1316
Final Action Effective	07/07/14	
Final Action	10/00/14	

Regulatory Flexibility Analysis Required: Yes

Agency Contact: Adam Bolter, Division of Investment Management, Securities and Exchange

Commission, 100 F Street NE, Washington, DC 20549

Phone: 202 551-6792

RIN: 3235-AL02

Securities and Exchange Commission (SEC)	Final Rule Stage
Division of Trading and Markets	

407. RULES FOR NATIONALLY RECOGNIZED STATISTICAL RATING ORGANIZATIONS

Legal Authority: 15 USC 78o–7; 15 USC 78q; 15 USC 78mm; PL 111–203, secs 936, 938, and 943

Abstract: The Commission proposed rules and rule amendments to implement certain provisions of the Dodd Frank Act concerning nationally recognized statistical rating organizations, providers of third-party due diligence services for asset-backed securities, and issuers and underwriters of asset-backed securities.

Timetable:

Action	Date	FR Cite
NPRM	06/08/11	76 FR 33420
NPRM Comment Period End	08/08/11	
Final Action	05/00/14	

Regulatory Flexibility Analysis Required: Yes

Agency Contact: Raymond Lombardo, Division of Trading and Markets, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549

Phone: 202 551–5755

Email: lombardor@sec.gov

RIN: 3235–AL15

Securities and Exchange Commission (SEC)	Long-Term Actions
Division of Trading and Markets	

408. REMOVAL OF CERTAIN REFERENCES TO CREDIT RATINGS UNDER THE SECURITIES EXCHANGE ACT OF 1934

Legal Authority: PL 111–203, sec 939A

Abstract: Section 939A of the Dodd Frank Act requires the Commission to remove certain references to credit ratings from its regulations and to substitute such standards of creditworthiness as the Commission

determines to be appropriate. The Commission amended certain rules and one form under the Exchange Act applicable to broker-dealer financial responsibility, and confirmation of transactions. The Commission has not yet finalized amendments to certain rules regarding the distribution of securities.

Timetable:

Action	Date	FR Cite
NPRM	05/06/11	76 FR 26550
NPRM Comment Period End	07/05/11	
Final Action	01/08/14	79 FR 1522
Final Action Effective	07/07/14	
Next Action Undetermined	To Be	Determined

Regulatory Flexibility Analysis Required: Yes

Agency Contact: John Guidroz, Division of Trading and Markets, Securities and Exchange Commission,
100 F Street NE, Washington, DC 20549

Phone: 202 551-6439

RIN: 3235-AL14

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